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October 11, 2011

OUR FILE NO. 1326.04

VIA E-MAIL AND U.S. MAIL

Marcus Squarrell, Esq.
Ducker, Montgomery, Lewis & Bess, P.C.
One Civic Center Plaza
1560 Broadway, Suite 1400
Denver, Colorado 80202

Re: COMMENTS ON CRIMSON'S DRAFT WORK ACTIVITY
PLAN FOR REMOVAL OF THE YOUNGSTOWN LATERAL
PIPELINE

Dear Mr. Squarrell:

We are writing this letter on behalf of the Alameda Corridor Transportation Authority ("ACTA"). The Port of Los Angeles ("POLA") and the Port of Long Beach ("POLB") (sometimes collectively referred to as the "Ports") join in this letter through their respective counsel, Ken Mattfeld and Lisa Bond.

By this letter, ACTA and the Ports are providing additional comments on Crimson Pipeline's Draft Work Activity Plan for the Removal of the Youngstown Lateral Pipeline ("Draft Plan"). We emailed our first set of comments to you and your client on September 6, 2011.

ACTA and the Ports believe that the following additional items should be addressed and/or incorporated into the Draft Plan:

a. Section A.2. of the Draft Plan

- i. Prior to removal of the conduits in the 12-inch casing, the condition of the conduits should be inspected and documented. The condition of the conduits should also be inspected and documented after they have been removed from the 12-inch casing and cleaned.
- ii. Electrical tests should also be performed to determine the presence and

effect of metal-to- metal contact or electrolytic contact between the conduits and the casing, and with each other.

b. Section B.2. of the Draft Plan

- i. Prior to installation of the mud plug on the west side of the pipeline, samples of residuals inside the 4-inch pipeline, if any, should be collected for analysis.

c. Section B.3. of the Draft Plan

- i. Prior to installation of the mud plug on the east side of the pipeline, samples of residuals inside the 4-inch pipeline, if any, should be collected for analysis.
- ii. Samples of residuals on the outside of the 4-inch pipeline should be collected as the pipeline is removed.
- iii. The presence, location, and condition of casing centralizers, if any, should be determined and documented.

d. Section B.4. of the Draft Plan

- i. The operators of the Guided Ultrasonic Inspection ("GUI") equipment should be ready to supplement the GUI with conventional ultrasonic inspection in order to further evaluate locations where GUI shows evidence of possible metal loss or other damage. The operators should also measure dimensions of any mechanical damage, such as dents and gouges.
- ii. One or more drilled holes or saw cuts (or both) of known size to serve as calibration points should be used to estimate the sensitivity of the GUI.
- iii. Please provide the qualifications of the GUI and conventional ultrasonic inspection operators in writing at least a week prior to the inspection.

e. Section C.1. of the Draft Plan

- i. Samples of residuals inside the 12-inch casing, if any, should be collected for analysis.

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f. Miscellaneous additional comments.

- i. Samples of the soil surrounding the pipeline and casing should be taken for later analysis regarding corrosiveness and electrical conductivity.

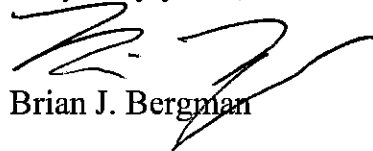
Our consultants are available to meet with your consultants in person and/or by phone to discuss these and any other issues regarding the Draft Plan.

It is our understanding that Crimson has not yet proposed a date to begin and perform this work activity. If Crimson is considering a particular date to begin the work activity, please advise ACTA and the Ports of Crimson's intended date.

Lastly, please circulate a revised Draft Plan incorporating the proposed additions to the Draft Plan and/or advise us in writing of your rejection of the proposed additions to the Draft Plan, at least 10 days prior to the start of any work related to the pipeline pull work activity.

If you have any questions, or wish to discuss this matter further, please feel free to contact me.

Very truly yours,



Brian J. Bergman

BJB/kc

cc: Jason Musante, EPA
Perry Hughes (counsel for Crimson)
John Doherty (CEO, ACTA)
Charles Gale (counsel for ACTA)
Kenneth Mattfeld (counsel for Port of Los Angeles)
Lisa Bond (counsel for Port of Long Beach)
Thomas Donnelly (counsel for ACTA)